

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

In re:

Data Cooling Technologies, LLC, et al.

Debtors.

Case Nos. 17-52170 and 17-52177

(Jointly Administered)

Chapter 11

**RESERVATION OF RIGHTS OF TSS TECHNOLOGIES, INC. IN RESPONSE TO
MOTION OF DATA COOLING TECHNOLOGIES, LLC, FOR AN ORDER (A)
AUTHORIZING THE SALE OF THE THERMOTECH ASSETS FREE AND CLEAR OF
ALL LIENS, CLAIMS, ENCUMBRANCES AND INTERESTS; (B) AUTHORIZING
THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS
AND UNEXPIRED LEASES; (C) APPROVING EXPENSE REIMBURSEMENT; AND
(D) GRANTING RELATED RELIEF**

TSS Technologies, Inc. (“TSS”), by and through undersigned counsel, submits its reservation of rights to the Debtor’s Motion For an Order (a) Authorizing the Sale of the Thermotech Assets Free and Clear of All Liens, Claims, Encumbrances and Interests; (b) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; (c) Approving Expense Reimbursement; and (d) Granting Related Relief (the “Thermotech Sale Motion”)[Docket No. 156].

TSS is a creditor of the Debtor by virtue of a business relationship arising out of a Manufacturing Agreement. TSS has no present business relationship with the Thermotech division of the Debtor and has no opposition to the Thermotech Sale Motion. However, TSS has issues with the characterization of certain of its assets that have, it would appear, been characterized as inventory of the Debtor and subject to being sold by the DCT-side of the Debtor. TSS has been in the process of working through those issues vis a vis the proposed sale of the non-Thermotech assets through the Debtor’s Motion For an Order (a) Authorizing the Sale

of the Data Cooling Assets Free and Clear of all Liens, Claims, Encumbrances and Interests; (b) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; (c) Approving Expense Reimbursement; and (d) Approving Settlement and Release of Claims with KyotoCooling North America LLC; (e) Granting Related Relief (the “DCT Sale Motion”)[Docket No. 162]. The deadline to respond to the DCT Sale Motion is November 27, 2017.

J&J Mission Critical, LLC has submitted an offer to purchase the assets of Thermotech and some of the remaining assets of DCT by virtue of its Response filed on November 16, 2017 (the “J&J Offer”) [Docket No. 177]. The objection deadline for the Thermotech Sale Motion is November 17, 2017 at noon and the Sale Hearing is scheduled for November 21, 2017. In that the remaining DCT assets are under a different response and hearing schedule that are past these deadlines, TSS files this reservation of rights with respect to its arguments regarding whether certain of its assets are properly includable in the sale of the assets of DCT and, if so, who is entitled to the sale proceeds attributable to them. This is done in the event that the DCT assets included in the J&J Offer are adjudicated as part of the Thermotech Sale Motion proceedings as presently scheduled. Assuming the Thermotech sale proceedings are confined to Thermotech assets (as defined in the Thermotech Sale Motion), TSS has no objection to the Debtor selling those assets in any fashion authorized by the Court.

Wherefore, TSS explicitly reserves all rights with respect to the sale of DCT assets.

Respectfully submitted,

OF COUNSEL:

GRAYDON HEAD & RITCHEY LLP
312 Walnut Street
Suite 1800
Cincinnati, OH 45202-4060
Phone: (513) 621-6464
Fax: (513) 651-3836

/s/ Jeffrey M. Hendricks
Jeffrey M. Hendricks (0066889)
Attorney for TSS Technologies, Inc.
GRAYDON HEAD & RITCHEY LLP
312 Walnut Street
Suite 1800
Cincinnati, OH 45202-4060
Direct: (513) 621-6464
Fax: (513) 651-3836
E-Mail: jhendricks@graydon.law

PROOF OF SERVICE

This is to certify that a copy of the foregoing Limited Opposition of TSS Technologies, Inc. to Motion Of Data Cooling Technologies, LLC, for an Order (A) Authorizing the Sale of the Thermotech Assets Free and Clear of All Liens, Claims, Encumbrances and Interests; (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; (C) Approving Expense Reimbursement; and (D) Granting Related Relief has been sent via the Court's electronic filing system on this 17th day of November, 2017, to the parties referenced below.

John C. Allerding on behalf of Creditor KeyBank National Association
john.allerding@thompsonhine.com, ECFDocket@thompsonhine.com

Kate M. Bradley on behalf of Creditor Capital Power Group
kbradley@brouse.com, tpalcic@brouse.com; mmiller@brouse.com

Stuart C. Brinn on behalf of Creditor Raging Wire Data Centers, Inc.
scbrinnbky@strausstroy.com

Maria Carr on behalf of Debtor Data Cooling Technologies Canada LLC
mcarr@mcdonaldhopkins.com, bkfilings@mcdonaldhopkins.com

Kenneth R. Cookson on behalf of Plaintiff Angel Albright
kcookson@keglerbrown.com

Sherri Lynn Dahl on behalf of Creditor Committee The Official Committee of Unsecured Creditors sdahl@dahlhllaw.com

Anthony J. DeGirolamo on behalf of Creditor Paul A. Colando
ajdlaw@sbcglobal.net, amber_weaver@sbcglobal.net; G23630@notify.cincompass.com

Daniel A. DeMarco on behalf of Creditor KyotoCooling North America, LLC
dademarco@hahnlaw.com, hlpcr@hahnlaw.com; cmbeitel@hahnlaw.com

Scott D. Fink on behalf of Creditor Weaver Precision Fabricating & Finishing
ecfndoh@weltman.com

Michael J. Kaczka on behalf of Debtor Data Cooling Technologies LLC
mkaczka@mcdonaldhopkins.com, bkfilings@mcdonaldhopkins.com

Lynn Rowe Larsen on behalf of Creditor CEC Facilities Group, LLC
llarsen@trzlaw.com, jkafer@trzlaw.com

Angelina E. Lim on behalf of Interested Party Thermotech Enterprises, LLC
angelinal@jpfirm.com, minervag@jpfirm.com; katherines@jpfirm.com

Sean D. Malloy on behalf of Debtors Data Cooling Technologies Canada LLC
smalloy@mcdonaldhopkins.com,
bkfilings@mcdonaldhopkins.com; tmathews@mcdonaldhopkins.com

Michael Vance McCrary on behalf of Plaintiff Angel Albright
vmccrary@thegardnerfirm.com

Marc Merklin on behalf of Creditor Capital Power Group
mmerklin@brouse.com, tpalcic@brouse.com

Paul L. Millet on behalf of Creditor Roth Investment Partnership paul@paulmilletlaw.com

Kenneth M. Miskin on behalf of Creditor Above Air Technologies, LLC
kmiskin@milesstockbridge.com

James Seth Moore on behalf of Creditor Brock Solutions U.S. Inc.
smoore@ctstlaw.com, jsteele@ctstlaw.com

Thomas C. Nader on behalf of Creditor Committee STARR MANUFACTURING,
INC. nader@naderandnaderlawoffice.com

Ryan Neumeyer on behalf of Defendant Data Cooling Technologies LLC
rneumeyer@mcdonaldhopkins.com

Mary E. Olsen on behalf of Plaintiff Angel Albright
molsen@thegardnerfirm.com, apage@thegardnerfirm.com

Craig W. Relman on behalf of Creditor Integrity Staffing Services Inc. crelman@aol.com

Richard P. Schroeter, Jr on behalf of Creditor Ohio Bureau of Workers' Compensation
rschroeter@amer-collect.com, sallman@amer-collect.com; HouliECF@aol.com

Richard P. Schroeter, Jr on behalf of Creditor Ohio Department Of Job & Family
Services rschroeter@amer-collect.com, sallman@amer-collect.com; HouliECF@aol.com

Richard P. Schroeter, Jr on behalf of Creditor Ohio Department of Taxation
rschroeter@amercollect.com, sallman@amer-collect.com; HouliECF@aol.com

John A. Polinko on behalf of Proposed Purchaser J&J Mission Critical, LLC
JPolinko@WickensLaw.com, Cpeer@wickenslaw.com

Frederic P. Schwieg on behalf of Creditor HDT Expeditionary Services, Inc.
fschwieg@schwieglaw.com

Frederic P. Schwieg on behalf of Creditor Mielke Mechanical, Inc.
fschwieg@schwieglaw.com

Frederic P. Schwieg on behalf of Creditor Committee THE SHEET METAL PRODUCTS,
CO, [INC. fschwieg@schwieglaw.com](mailto:fschwieg@schwieglaw.com)

Frederic P. Schwieg on behalf of Creditor Committee ZIEHL-ABEGG, INC.
fschwieg@schwieglaw.com

Elliot Michael Smith on behalf of Creditor AIR ENT (OH) LLC
elliott.smith@squirepb.com,
christina.correll@squirepb.com; cle_dckt@squirepb.com

Gregory D. Swope on behalf of Creditor Seifert Technologies, Inc.
gswope@kwgd.com, mhelmick@kwgd.com

Michael S. Tucker on behalf of Creditor WCC Construction Canada, ULC o/a Walsh
Canada mtucker@ulmer.com

Curtis L. Tuggle on behalf of Creditor KeyBank National Association
curtis.tuggle@thompsonhine.com, ECFDocket@thompsonhine.com

Robert Patrick Vance on behalf of Creditor Holder Construction Group LLC
pvance@joneswalker.com

Timothy G. Warner on behalf of Creditor Tendon Manufacturing, Inc.
twarner@cavitch.com, mkraczyk@cavitch.com

James D. Wilson on behalf of Creditor American Builders & Contractors Supply Co.,
Inc. jwilson@wilsonlawyers.com

Maria D. Giannirakis ust06 on behalf of U.S. Trustee United States Trustee
maria.d.giannirakis@usdoj.gov

/s/ Jeffrey M. Hendricks
Jeffrey M. Hendricks (0066889)

8087761.1